Form 990-PF

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

Note: The foundation may be able to use a copy of this return to satisfy state reporting requirements.

OMB No 1545-0052

2009

For calendar year 2009, or tax year beginning , 2009, and ending , 20

G Check all that apply [ ] Initial return [ ] Initial return of a former public charity [ ] Final return
[ ] Amended return [ ] Address change [ ] Name change

Use the IRS label. Otherwise, print or type. See Specific Instructions.

Name of foundation
THE WEILL FAMILY FOUNDATION

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
767 FIFTH AVENUE
46TH FLOOR

City or town, state, and ZIP code
NEW YORK, NY 10153

A Employer identification number 13-6223609

B Telephone number (see page 10 of the instructions) (212) 793-8888

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ [ ]

F If the foundation is in a 60-month termination under section 507(b)(1)(B) check here ▶ [ ]

H Check type of organization [X] Section 501(c)(3) exempt private foundation
[ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 71,582,823.

J Accounting method [X] Cash [ ] Accrual
[ ] Other (specify) ____________________
(Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see page 11 of the instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments	22,819.	22,819.		ATCH 1
	4 Dividends and interest from securities	1,076,648.	1,076,648.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	395,641.			
	b Gross sales price for all assets on line 6a 38,288,893.				
	7 Capital gain net income (from Part IV, line 2)		395,641.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	-44,718.	-111,123.		ATCH 3
	12 **Total** Add lines 1 through 11	1,450,390.	1,383,985.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) ATCH 4	11,110.	0.	0.	0.
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	74,341.			
	17 Interest ATTACHMENT 6	343,518.	343,518.		
	18 Taxes (attach schedule) (see page 14 of the instructions) **	21,518.	426.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 8	570,936.	569,316.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	1,021,423.	913,260.	0.	0.
	25 Contributions, gifts, grants paid	80,000,000.			80,000,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	81,021,423.	913,260.	0.	80,000,000.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-79,571,033.			
	b **Net investment income** (if negative, enter -0-)		470,725.		
	c **Adjusted net income** (if negative, enter -0-)			-0-	

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Part II Balance Sheets

		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	87,191,167.	36,237,571.	36,237,571.
	3	Accounts receivable ▶ 69,339. Less allowance for doubtful accounts ▶	0.	69,339.	69,339.
	4	Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 16 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) **	0.	9,853,947.	10,020,706.
	b	Investments - corporate stock (attach schedule) ATCH 10	27,385,650.	0.	0.
	c	Investments - corporate bonds (attach schedule) ATCH 11	89,600.	69,408.	19,523.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 12)	55,659,334.	33,409,652.	25,235,684.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	170,325,751.	79,639,917.	71,582,823.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	170,325,751.	79,639,917.	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	170,325,751.	79,639,917.	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	170,325,751.	79,639,917.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	170,325,751.
2	Enter amount from Part I, line 27a	2	-79,571,033.
3	Other increases not included in line 2 (itemize) ▶ ATTACHMENT 13	3	224.
4	Add lines 1, 2, and 3	4	90,754,942.
5	Decreases not included in line 2 (itemize) ▶ ATTACHMENT 14	5	11,115,025.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	79,639,917.

**ATCH 9

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE PART IV SCHEDULE			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	395,641.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see pages 13 and 17 of the instructions) If (loss), enter -0- in Part I, line 8		3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2008	84,912,703.	208,150,975.	0.407938
2007	104,500.	237,057,391.	0.000441
2006	30,206,938.	194,949,908.	0.154947
2005	26,311,257.	200,651,752.	0.131129
2004	399,400.	204,288,215.	0.001955

2 **Total** of line 1, column (d)	2	0.696410
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.139282
4 Enter the net value of noncharitable-use assets for 2009 from Part X, line 5	4	59,439,634.
5 Multiply line 4 by line 3	5	8,278,871.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,707.
7 Add lines 5 and 6	7	8,283,578.
8 Enter qualifying distributions from Part XII, line 4	8	80,000,000.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions on page 18.

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ____________ (attach copy of ruling letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	4,707.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	4,707.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	4,707.
6	Credits/Payments		
a	2009 estimated tax payments and 2008 overpayment credited to 2009 — 6a: 50,175.		
b	Exempt foreign organizations-tax withheld at source — 6b: 0.		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 0.		
d	Backup withholding erroneously withheld — 6d: 1,092.		
7	Total credits and payments Add lines 6a through 6d	7	51,267.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	46,560.
11	Enter the amount of line 10 to be **Credited to 2010 estimated tax** ▶ 46,560. **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

		Line	Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see page 19 of the instructions) ▶ NY,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2009 or the taxable year beginning in 2009 (see instructions for Part XIV on page 27)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see page 20 of the instructions)	11		X
12	Did the foundation acquire a direct or indirect interest in any applicable insurance contract before August 17, 2008?	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ SANFORD I. WEILL Telephone no ▶ 212/793-8888

Located at ▶ 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY ZIP + 4 ▶ 10153

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2009?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2009, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2009? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see page 20 of the instructions.)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2009 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2009.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2009?	4b		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to:		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see page 22 of the instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see page 22 of the instructions)? **5b**		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☒		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No		
	If "Yes," attach the statement required by Regulations section 53 4945-5(d)		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b**		X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**		X

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see page 22 of the instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 15		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1 - see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over $50,000 ▶

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

3 Five highest-paid independent contractors for professional services (see page 23 of the instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		NONE

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments** (see page 23 of the instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See page 24 of the instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see page 24 of the instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	9,130,761.
b	Average of monthly cash balances	1b	21,865,515.
c	Fair market value of all other assets (see page 24 of the instructions)	1c	29,348,530.
d	**Total** (add lines 1a, b, and c)	1d	60,344,806.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	60,344,806.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see page 25 of the instructions)	4	905,172.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	59,439,634.
6	**Minimum investment return.** Enter 5% of line 5	6	2,971,982.

Part XI Distributable Amount (see page 25 of the instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ▶ ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6			1	2,971,982.
2a	Tax on investment income for 2009 from Part VI, line 5	2a	4,707.		
b	Income tax for 2009 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	4,707.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	2,967,275.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	2,967,275.
6	Deduction from distributable amount (see page 25 of the instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	2,967,275.

Part XII Qualifying Distributions (see page 25 of the instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1a	80,000,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0.
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0.
b	Cash distribution test (attach the required schedule)	3b	0.
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	80,000,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see page 26 of the instructions)	5	4,707.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	79,995,293.

Note: The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see page 26 of the instructions)

	(a) Corpus	(b) Years prior to 2008	(c) 2008	(d) 2009
1 Distributable amount for 2009 from Part XI, line 7				2,967,275.
2 Undistributed income, if any, as of the end of 2009				
a Enter amount for 2008 only				
b Total for prior years 20 07 ,20 06 ,20 05				
3 Excess distributions carryover, if any, to 2009				
a From 2004				
b From 2005 1,775,518.				
c From 2006 20,736,843.				
d From 2007				
e From 2008 74,679,748.				
f **Total** of lines 3a through e	97,192,109.			
4 Qualifying distributions for 2009 from Part XII, line 4 ▶ $ 80,000,000.				
a Applied to 2008, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see page 26 of the instructions)				
c Treated as distributions out of corpus (Election required - see page 26 of the instructions)				
d Applied to 2009 distributable amount				2,967,275.
e Remaining amount distributed out of corpus	77,032,725.			
5 Excess distributions carryover applied to 2009 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	174,224,834.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see page 27 of the instructions				
e Undistributed income for 2008 Subtract line 4a from line 2a Taxable amount - see page 27 of the instructions				
f Undistributed income for 2009 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2010				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see page 27 of the instructions)				
8 Excess distributions carryover from 2004 not applied on line 5 or line 7 (see page 27 of the instructions)				
9 **Excess distributions carryover to 2010.** Subtract lines 7 and 8 from line 6a	174,224,834.			
10 Analysis of line 9				
a Excess from 2005 1,775,518.				
b Excess from 2006 20,736,843.				
c Excess from 2007				
d Excess from 2008 74,679,748.				
e Excess from 2009 77,032,725.				

Part XIV Private Operating Foundations (see page 27 of the instructions and Part VII-A, question 9) NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2009, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2009	(b) 2008	(c) 2007	(d) 2006	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test - enter (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see page 28 of the instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than $5,000) (See section 507(d)(2))

SANFORD I. WEILL

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ▶ ☒ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see page 28 of the instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number of the person to whom applications should be addressed

b The form in which applications should be submitted and information and materials they should include

c Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATTACHMENT 16				
Total . . . . ▶ **3a**				80,000,000.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See page 28 of the instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	22,819.	
4 Dividends and interest from securities			14	1,076,648.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			14	-44,718.	
8 Gain or (loss) from sales of assets other than inventory			18	395,641.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				1,450,390.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 1,450,390.

(See worksheet in line 13 instructions on page 28 to verify calculations)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See page 29 of the instructions)
	NOT APPLICABLE

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer or fiduciary) is based on all information of which preparer has any knowledge

Sanford S Weill — 11/12/10 — Chairman + Treasurer

Signature of officer or trustee — Date — Title

Paid Preparer's Use Only

Preparer's signature	Barbara Carey	Date 11-3-10	Check if self-employed ☐
Preparer's identifying number (See Signature on page 30 of the instructions)	P01016355		
Firm's name (or yours if self-employed), address, and ZIP code	INDEPENDENT FAMILY OFFICE, LLC PO BOX 3977 ALBANY, NY 12203	EIN 20-2160539	Phone no 518-452-8050

Citigroup Inc.

xentered

Computershare

Computershare
PO Box 43078
Providence, RI 02940-3078
Within USA, US territories & Canada 888 250 3985
Outside USA, US territories & Canada 781 575 4555
www computershare com/investor

IMPORTANT TAX RETURN DOCUMENT ENCLOSED

132424

Recipient
WEILL FAMILY FOUNDATION
767 FIFTH AVENUE 46TH FL
ATTN CONNIE GARONE
NEW YORK NY 10153-0023

-C
tax

Holder Account Number C0005077249 **Co.ID** CGP

Recipient's ID No. 13-6223609
Payer's Federal ID No. 52-1568099

*Uncertified accounts are subject to withholding taxes on dividend payments and sales proceeds

Instructions for Recipients

Account Number May show an account or other unique number the payer assigned to distinguish your account

Box 1a Shows total ordinary dividends that are taxable Include this amount on line 9a of Form 1040 or 1040A Also, report it on Schedule B (Form 1040) or Schedule 1 (Form 1040A) if required The amount shown may be dividends a corporation paid directly to you as a participant (or beneficiary of a participant) in an employee stock ownership plan (ESOP) Report it as a dividend on your Form 1040/1040A, but treat it as a plan distribution, not as investment income, for any other purpose

Box 1b Shows the portion of the amount in box 1a that may be eligible for the 15% or 0% capital gains rates See the Form 1040/1040A instructions for how to determine this amount. Report the eligible amount on line 9b, Form 1040 or 1040A

Box 2a Shows total capital gain distributions from a regulated investment company or real estate investment trust Report the amounts shown in box 2a on Schedule D (Form 1040) line 13
But, if no amount is shown in boxes 2c-2d and your only capital gains and losses are capital gain distributions, you may be able to report the amounts shown in box 2a on line 13 of Form 1040 (line 10 of Form 1040A) rather than Schedule D See the Form 1040/1040A instructions

Box 2b. Shows the portion of the amount in box 2a that is unrecaptured section 1250 gain from certain depreciable real property Report this amount on the Unrecaptured Section 1250 Gain Worksheet - Line 19 in the Schedule D instructions (Form 1040)

Box 2c Shows the portion of the amount in box 2a that is section 1202 gain from certain small business stock that may be subject to a 50% exclusion and certain empowerment zone business stock that may be subject to a 60% exclusion See the Schedule D (Form 1040) instructions

Box 2d· Shows 28% rate gain from sales or exchanges of collectibles If required, use this amount when completing the 28% Rate Gain Worksheet- Line 18 in the instructions for Schedule D (Form 1040)

Box 3 *Shows the part of the distribution that is nontaxable because it is a return of your cost (or other basis)* You must reduce your cost (or other basis) by this amount for figuring gain or loss when you sell your stock But if you get back all your cost (or other basis), report future distributions as capital gains See Pub 550, Investment Income and Expenses

Box 4 Shows backup withholding For example, a payer must backup withhold on certain payments at the applicable rate if you did not give your taxpayer identification number to the payer See Form W-9, Request for Taxpayer Identification Number and Certification, for information on backup withholding Include this amount on *your income tax return as tax withheld*

Box 5 Shows your share of expenses of a nonpublicly offered regulated investment company, generally a nonpublicly offered mutual fund If you file Form 1040, you may deduct these expenses on the "Other expenses" line on Schedule A (Form 1040) subject to the 2% limit This amount is included in box 1a

Box 6 Shows the foreign tax you may be able to claim as a deduction or a credit on Form 1040 See the Form 1040 instructions

Box 7 This box should be left blank if a regulated investment company reported the foreign tax shown in box 6

Box 8 Shows cash liquidation distributions

Nominees· If this form includes amounts belonging to another person, you are considered a nominee recipient You must file Form 1099 DIV with the IRS for each of the other owners to show their share of the income, and you must furnish a Form 1099 DIV to each A husband or wife is not required to file a nominee return to show amounts owned by the other See the current tax year General Instructions for Forms 1099, 1098 3921, 3922, 5498, and W-2G

188UDR

00RT0A

Citigroup Inc.

☐ CORRECTED (if checked)

Dividends and Distributions

OMB No 1545-0110

2009

Form **1099-DIV**

PAYER'S Federal identification number. 52-1568099

PAYER'S name, street address, city, state, and ZIP code
CITIGROUP INC
C/O COMPUTERSHARE
P O BOX 43010
PROVIDENCE RI 02940-3010

1a Total ordinary dividends $ 3900 00	1b Qualified dividends $ 3900 00
2a Total capital gain distr $ 0 00	2b Unrecap Sec 1250 gain $ 0 00
2c Section 1202 gain $ 0 00	2d Collectibles (28%) gain $ 0 00
3 Nondividend distributions $ 0 00	**4 Federal income tax withheld** $ 1092 00
5 Investment expenses $ 0 00	6 Foreign tax paid $
7 Foreign country or U S possession	8 Cash liquidation distributions $ 0 00

RECIPIENT'S identification number. 13-6223609
Account number (see instructions): C0005077249

RECIPIENT'S name, street address, city, state, ZIP code
WEILL FAMILY FOUNDATION
767 FIFTH AVENUE 46TH FL
ATTN CONNIE GARONE
NEW YORK NY 10153-0023

The reportable amounts above include the following additional income·

Company Paid Fees $ 0 00	Company Paid Service Charges $ 0 00
Discount on Reinvestment $ 0 00	

Copy B
For Recipient

This is important tax information and is being furnished to the Internal Revenue Service If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported

Form 1099-DIV (keep for your records)

Department of the Treasury - Internal Revenue Service

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-166,865.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					-1052360.	
		CASTLEROCK FUND, LTD PROPERTY TYPE: OTHER				P	06/01/2006	07/07/2009
5,000,000.		4,726,256.					273,744.	
		RAMIUS FUND, LTD PROPERTY TYPE: OTHER				P	06/29/2006	10/28/2009
2,797,626.		3,242,591.					-444,965.	
		STERLING STAMOS ENDOWMENT (SEE ATTACHED) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
8,242,559.		12361759.					-4119200.	
		STERLING STAMOS LIQUIDITY (SEE ATTACHED) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
79,732.		76,767.					2,965.	
		STERLING STAMOS SECURITY (SEE ATTACHED) PROPERTY TYPE: OTHER				P	VARIOUS	VARIOUS
1,048,626.		1,214,625.					-165,999.	
		CITIGROUP (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
21226848.		15000001.					6,226,847.	
		CITIGROUP (SEE ATTACHED) PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,111,993.		1,271,253.					-159,260.	
		UPROMISE PROPERTY TYPE: SECURITIES				P	VARIOUS	7/29/2009
734.		0.					734.	
TOTAL GAIN(LOSS)		....					395,641.	

The Weill Family Foundation
Realized Gains/Losses
Tax Year 2009

Amount	Security	Purch Date	Sale Date	Contribution Date	Book Value	Purch Cost	Sales Price	Book Gain/(Loss)	Investment Gain/(Loss) Short Term Gain/(Loss)	Investment Gain/(Loss) Long Term Gain/(Loss)
	From Liquidation of Investment									
90,000	Citigroup, Inc Common Shs	7/15/1992	3/18/2009	N/A	$ 4 381 650	$ 285,930	$ 261,899	$ (24,031)		$ (24 031)
10 000		9/30/1992	3/18/2009	N/A	268 800	32,844	29,100	(3,744)		(3,744)
100,000		9/30/1992	3/18/2009	N/A	2 668,000	328,441	272,998	(55,443)		(55 443)
100,000		9/30/1992	3/18/2009	N/A	2,668,000	328 441	277 998	(50,443)		(50 443)
90 000		9/30/1992	3/18/2009	N/A	2,401 200	295,597	269 998	(25,599)		(25 599)
200,000		1/24/2008	9/3/2009	N/A	650,000	650 000	940,976	290 976		290 976
300,000		1/24/2008	9/4/2009	N/A	975,000	975 000	1 450 793	475,793		475,793
500,000		1/24/2008	9/8/2009	N/A	1 625 000	1 625 000	2 474 646	849,646		849,646
15,100		1/24/2008	9/11/2009	N/A	49,075	49 075	72 176	23 101		23 101
200,000		1/24/2008	9/15/2009	N/A	650 000	650 000	893 977	243 977		243,977
200,000		1/24/2008	9/16/2009	N/A	650,000	650 000	855 978	205 978		205,978
900,000		1/24/2008	9/17/2009	N/A	2 925 000	2,925 000	3,975,497	1 050 497		1 050 497
100 000		1/24/2008	9/18/2009	N/A	325 000	325 000	447,988	122 988		122 988
400 000		1/24/2008	9/22/2009	N/A	1 300 000	1,300,000	1,831 953	531,953		531,953
200 000		1/24/2008	9/23/2009	N/A	650 000	650,000	935,976	285,976		285 976
100,000		1/24/2008	9/29/2009	N/A	325 000	325,000	472 988	147,988		147,988
200 000		1/24/2008	9/30/2009	N/A	650,000	650 000	963,315	313 315		313 315
100 000		1/24/2008	10/13/2009	N/A	325,000	325,000	482,987	157,987		157,987
200 000		1/24/2008	10/14/2009	N/A	650,000	650,000	982 775	332,775		332,775
200,000		1/24/2008	10/14/2009	N/A	650,000	650 000	997 974	347 974		347,974
87 810		1/24/2008	10/14/2009	N/A	285,382	285 382	437 283	151 901		151,901
100,000		1/24/2008	11/9/2009	N/A	325,000	325 000	416 989	91 989		91 989
112 475		1/24/2008	11/11/2009	N/A	365,544	365 544	474,632	109 088		109 088
100,000		1/24/2008	11/16/2009	N/A	325,000	325 000	421,989	96 989		96 989
100,000		1/24/2008	11/18/2009	N/A	325 000	325,000	426,989	101 989		101 989
200,000		1/24/2008	11/18/2009	N/A	650 000	650,000	855,978	205,978		205 978
100,000		1/24/2008	12/1/2009	N/A	325 000	325 000	412,989	87,989		87 989
	Castle Rock Fund LTD	6/1/2006	7/7/2009	N/A	4 726 256	4 726 256	5 000 000	273 744		273 744
	Ramius Fund LTD	6/29/2006	10/28/2009	N/A	3,242,591	3 242 591	2 797 626	(444 965)		(444 965)
	Sterling Stamos Endowment (Offshore) Fund	7/2/2007	1/16/2009	N/A	1,183 953	1 183 953	789 678	(394,275)		(394 275)
		7/2/2007	1/16/2009	N/A	1 312 932	1,312 932	875 705	(437,227)		(437,227)
		7/2/2007	1/16/2009	N/A	3 806 047	3,806 047	2,538,572	(1,267,475)		(1 267,475)
		7/2/2007	1/16/2009	N/A	4,601,317	4,601,317	3,069,004	(1,532 313)		(1 532,313)
		7/2/2007	1/30/2009	N/A	379 231	379,231	250,353	(128,878)		(128,878)
		7/2/2007	5/8/2009	N/A	200 874	200,874	131,401	(69,473)		(69 473)
		7/2/2007	7/22/2009	N/A	744 057	744,057	497,940	(246 117)		(246 117)
		7/2/2007	9/3/2009	N/A	61,730	61 730	41,495	(20 235)		(20 235)
		7/2/2007	11/12/2009	N/A	71,617	71,617	48,411	(23 207)		(23 207)
	Sterling Stamos Liquidity Offshore	9/7/2007	4/2/2009	N/A	56,611	56 611	58 421	1,810		1,810
		4/1/2008	4/2/2009	N/A	20,156	20,156	21 311	1,155		1 155
	Sterling Stamos Security Offshore	6/29/2006	7/15/2009	N/A	1 159,199	1 159,199	1 000 803	(158,398)		(158,398)
		6/29/2006	7/22/2009	N/A	21 179	21,179	18,285	(2 894)		(2,894)
		6/29/2006	9/2/2009	N/A	11 418	11,418	9 846	(1 572)		(1,572)
		6/29/2006	11/12/2009	N/A	22 829	22,829	19,692	(3 137)		(3,137)
	Upromise	Various	7/29/2009				734	734		734
	Flow-thru from K-1's									
	CVC Executive Fund LLC					-	94 882	94 882	(7 598)	102 480
	CVC Capital Partners Asia Pacific II, LP					-	(710 176)	(710,176)	(25,726)	(684,450)
	Europe Enterprise II Onshore, LP					-	(401,863)	(401,863)	(93 263)	(308 600)
	Care Capital, LP					-	(11,766)	(11 766)	-	(11 766)
	RRE Ventures IV LLC					-	(123 675)	(123,675)	-	(123 675)
	Sterling Stamos Private Equity					-	(16 990)	(16,990)	(743)	(16,247)
	Sterling Stamos Real Assets Fund					-	(49 637)	(49,637)	(39 535)	(10,102)
Totals					49,007,648	37,893,251	38,288,893	395,641	(166,865)	562,506

Net Gain or (Loss) from sale of assets 395,641

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SSB A/C #94457 MMF EARNINGS	21,029.	21,029.
CITIBANK A/C #78000	90.	90.
IRS TAX REFUND INTEREST	1,700.	1,700.
TOTAL	22,819.	22,819.

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CITIGROUP DIVIDENDS	525,000.	525,000.
CITI INTEREST ON FED HOME LOAN MTG CORP	2,106.	2,106.
CITI INTEREST ON US T-NOTES	103,125.	103,125.
CITIGROUP DIVIDENDS	3,900.	3,900.
CVC CAPITAL PTRS ASIA PACIFIC II LP	28.	28.
EUROPE ENTERPRISE II ONSHORE, LP	2,492.	2,492.
STERLING AMERICAN PROPERTY V-C, LP	2,835.	2,835.
CVC EXECUTIVE FUND	35,167.	35,167.
STERLING STAMOS REAL ASSETS FUND	36,199.	36,199.
CERBERUS FIM INVESTORS HOLDCO LLC (OID)	326,200.	326,200.
STERLING STAMOS PRIV. EQUITY FUND	42,362.	42,362.
ACCRUED INTEREST PAID ON CITI US T-NOTES	-2,766.	-2,766.
TOTAL	1,076,648.	1,076,648.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CVC EXECUTIVE FUND, LLC	-23,842.	-23,842.
STERLING STAMOS PRIVATE EQUITY FUND	-67,086.	-67,086.
STERLING STAMOS REAL ASSETS FUND	-24,958.	-24,958.
CVC CAPITAL PTRS ASIA PACIFIC II	-1,044.	-1,044.
CVC EXECUTIVE FUND-1099 MISC	6,310.	6,310.
2007 TAX REFUNDS	66,405.	0.
EUROPE ENTERPRISE ONSHORE	47.	47.
CVC EXECUTIVE FUND	61.	61.
STERLING STAMOS REAL ASSETS FUND	5,638.	5,638.
STERLING STAMOS PRIVATE EQUITY FUND	-6,249.	-6,249.
TOTALS	-44,718.	-111,123.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	11,110.			
TOTALS	11,110.	0.	0.	0.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
TAX PREPARATION & REPORTING		60,841.
AUDIT FEES		13,500.
	TOTALS	74,341.

FORM 990PF, PART I - INTEREST EXPENSE

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CERBERUS FIM INVESTORS HOLDCO	326,200.	326,200.
CVC CAPITAL PARTNERS ASIA PAC	103.	103.
EUROPE ENTERPRISE II ONSHORE	2,062.	2,062.
STERLING STAMOS PRIV EQ FD	8,860.	8,860.
STERLING STAMOS REAL ASSET FD	6,293.	6,293.
TOTALS	343,518.	343,518.

ATTACHMENT 7

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
2009 FEDERAL ESTIMATES	20,000.	0.
2009 FEDERAL WITHHOLDINGS CITI	1,092.	0.
STERLING STAMOS REAL FD FGN TX	335.	335.
STERLING STAMOS PRIV EQ FGN TX	91.	91.
TOTALS	21,518.	426.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NY DEPT OF LAW	1,500.	0.
AMER. LAWYER MEDIA FEE	120.	0.
CARE CAPITAL INVESTMENTS, LP	1,669.	1,669.
CVC EXECUTIVE FUND LLC	40,258.	40,258.
CVC CAPITAL PTRS ASIA PAC II	48,347.	48,347.
EUROPE ENTERPRISE II ONSHORE	62,061.	62,061.
RRE VENTURES IV MGMT. FEE	75,000.	75,000.
RRE VENTURES IV OTHER DED.	6,533.	6,533.
STERLING AMERICAN PROPERTY V-C	81,194.	81,194.
STERLING STAMOS PRIV EQ FD	84,037.	84,037.
STERLING STAMOS REAL ASSET FD	169,344.	169,344.
CERBERUS FIM INVESTORS HOLDCO	873.	873.
TOTALS	570,936.	569,316.

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS

ATTACHMENT 9

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
US T-NOTES SER Z-2012	0.	4,866,271.	4,966,016.
US T-NOTES SER M-2014	0.	4,987,676.	5,054,690.
US OBLIGATIONS TOTAL	0.	9,853,947.	10,020,706.

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 10

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
90,000 SHS CITIGROUP	4,381,650.	0.	0.
300,000 SHS CITIGROUP	8,004,000.	0.	0.
300,000 PFD SHS CITIGROUP	15,000,000.	0.	0.
TOTALS	27,385,650.	0.	0.

FORM 990PF, PART II - CORPORATE BONDS

ATTACHMENT 11

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
FHLMC #E62711	18,027.	15,523.	2,770.
FHLMC #E63261	31,404.	21,902.	9,515.
FHLMC #E63402	18,378.	15,628.	3,618.
FHLMC #E20230	21,791.	16,355.	3,620.
TOTALS	89,600.	69,408.	19,523.

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 12

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CVC EXECUTIVE FUND LLC	3,635,246.	3,663,388.	3,088,261.
CARE CAPITAL INVESTMENTS, LP	104,433.	90,701.	91,966.
CEDAR BRIDGE INSTITUTIONAL FND	45,065.	45,065.	20,709.
CVC CAPITAL PTRS ASIA PAC II	3,987,691.	3,389,382.	3,467,593.
EUROPE ENT II ONSHORE LP	4,027,486.	3,886,661.	4,946,203.
FIM COINVESTORS HOLDINGS I LLC	8,241,377.	8,265,767.	520,332.
CASTLEROCK FUND LTD	5,000,000.	273,744.	319,693.
RAMIUS FUND LTD	5,000,000.	1,757,409.	1,546,157.
RRE VENTURES IV	1,094,518.	1,258,112.	1,427,938.
STERLING AMERICAN PROP V-C LP	2,911,346.	3,170,487.	3,170,487.
STERLING S LIQUIDITY OFFSH FD	76,768.	0.	0.
STERLING S PRIVATE EQUITY FD	1,875,780.	1,734,821.	1,716,692.
STERLING S SECURITY OFFSHORE	1,597,282.	382,657.	336,590.
STERLING S ENDOW-PHILANTHROPIC	15,313,603.	2,951,844.	2,031,759.
STERLING S REAL ASSETS FUND	2,748,739.	2,539,614.	2,551,304.
TOTALS	55,659,334.	33,409,652.	25,235,684.

ATTACHMENT 13

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
STERLING STAMOS REAL ASSETS TAX EXEMPT	76.
STERLING STAMOS PRIVATE EQ TAX EXEMPT	148.
TOTAL	224.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
STERLING STAMOS REAL ASSETS NON DEDUCT	471.
STERLING STAMOS PRIVATE EQ NON DEDUCT	157.
CITIGROUP DIFFERENCE IN BOOK VS. TAX	11,114,397.
TOTAL	11,115,025.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
SANFORD I. WEILL 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153	CHAIRMAN, TREAS, DIR	0.	0.	0.
JOAN H. WEILL 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153	PRESIDENT, DIRECTOR	0.	0.	0.
MICHAEL T. MASIN 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153	SECRETARY, DIRECTOR	0.	0.	0.
JESSICA BIBLIOWICZ 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153	VP, DIRECTOR	0.	0.	0.
ARTHUR MAHON 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153	ASST SEC, ASST TREAS	0.	0.	0.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
KEN BIALKIN 767 FIFTH AVENUE, 46TH FLOOR NEW YORK, NY 10153	DIRECTOR	0.	0.	0.
	GRAND TOTALS	0.	0.	0.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CORNELL UNIVERISTY 130 EAST SENECA ST SUITE 400 ITHACA, NY 14850	NONE 501(C)(3)	GENERAL CHARITABLE	80,000,000
		TOTAL CONTRIBUTIONS PAID	80,000,000.

SCHEDULE D (Form 1041)

Department of the Treasury Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T. See the instructions for Schedule D (Form 1041) (also for Form 5227 or Form 990-T, if applicable).

OMB No 1545-0092

2009

Name of estate or trust: THE WEILL FAMILY FOUNDATION

Employer identification number: 13-6223609

Note: *Form 5227 filers need to complete **only** Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	-166,865.
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2008 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	-166,865.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	1,614,866.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	-1,052,360.
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2008 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	562,506.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III **Summary of Parts I and II**
Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see page 5)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			-166,865.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			562,506.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			395,641.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and **do not** complete Part IV If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet,** as necessary*

Part IV **Capital Loss Limitation**

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of		
a	The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** on page 7 of the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the worksheet on page 8 of the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the worksheet on page 8 of the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)			17			
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18					
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19					
20	Add lines 18 and 19	20					
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21					
22	Subtract line 21 from line 20 If zero or less, enter -0-			22			
23	Subtract line 22 from line 17 If zero or less, enter -0-			23			
24	Enter the **smaller** of the amount on line 17 or $2,300			24			
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box. ☐ **No.** Enter the amount from line 23			25			
26	Subtract line 25 from line 24			26			
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30; go to line 31 ☐ **No.** Enter the **smaller** of line 17 or line 22			27			
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)			28			
29	Subtract line 28 from line 27			29			
30	Multiply line 29 by 15% (.15)					30	
31	Figure the tax on the amount on line 23 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					31	
32	Add lines 30 and 31					32	
33	Figure the tax on the amount on line 17 Use the 2009 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)					33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)					34	

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side
THE WEILL FAMILY FOUNDATION

Employer identification number
13-6223609

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price (see page 4 of the instructions)	(e) Cost or other basis (see page 4 of the instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a CASTLEROCK FUND, LTD	06/01/2006	07/07/2009	5,000,000.	4,726,256.	273,744.
RAMIUS FUND, LTD	06/29/2006	10/28/2009	2,797,626.	3,242,591.	-444,965.
STERLING STAMOS ENDOWMENT (SEE ATTACHED)	VARIOUS	VARIOUS	8,242,559.	12,361,759.	-4,119,200.
STERLING STAMOS LIQUIDITY (SEE ATTACHED)	VARIOUS	VARIOUS	79,732.	76,767.	2,965.
STERLING STAMOS SECURITY (SEE ATTACHED)	VARIOUS	VARIOUS	1,048,626.	1,214,625.	-165,999.
CITIGROUP (SEE ATTACHED)	VARIOUS	VARIOUS	21,226,848.	15,000,001.	6,226,847.
CITIGROUP (SEE ATTACHED)	VARIOUS	VARIOUS	1,111,993.	1,271,253.	-159,260.
UPROMISE	VARIOUS	7/29/2009	734.	0.	734.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 1,614,866.

The Weill Family Foundation
Realized Gains/Losses
Tax Year 2009

Amount	Security	Purch Date	Sale Date	Contribution Date	Book Value	Purch Cost	Sales Price	Book Gain/(Loss)	Investment Gain/(Loss) Short Term Gain/(Loss)	Investment Gain/(Loss) Long Term Gain/(Loss)
	From Liquidation of Investment									
90,000	Citigroup, Inc Common Shs	7/15/1992	3/18/2009	N/A	$ 4 381,650	$ 285,930	$ 261,899	$ (24,031)		$ (24 031)
10 000		9/30/1992	3/18/2009	N/A	266 800	32,844	29,100	(3 744)		(3,744)
100,000		9/30/1992	3/18/2009	N/A	2 668 000	328,441	272,998	(55 443)		(55 443)
100 000		9/30/1992	3/18/2009	N/A	2 668,000	328 441	277,998	(50,443)		(50,443)
90,000		9/30/1992	3/18/2009	N/A	2,401,200	295,597	269,998	(25,599)		(25 599)
200 000		1/24/2008	9/3/2009	N/A	650,000	650,000	940,976	290,976		290,976
300,000		1/24/2008	9/4/2009	N/A	975,000	975,000	1,450,793	475,793		475,793
500 000		1/24/2008	9/8/2009	N/A	1,625,000	1,625,000	2,474,646	849,646		849 646
15,100		1/24/2008	9/11/2009	N/A	49 075	49,075	72 176	23,101		23,101
200,000		1/24/2008	9/15/2009	N/A	650 000	650 000	893,977	243 977		243,977
200,000		1/24/2008	9/16/2009	N/A	650,000	650,000	855,978	205,978		205,978
900,000		1/24/2008	9/17/2009	N/A	2,925,000	2,925,000	3,975 497	1,050 497		1,050,497
100,000		1/24/2008	9/18/2009	N/A	325 000	325,000	447,988	122,988		122,988
400,000		1/24/2008	9/22/2009	N/A	1 300,000	1 300 000	1 831,953	531,953		531,953
200,000		1/24/2008	9/23/2009	N/A	650 000	650 000	935,976	285 976		285,976
100,000		1/24/2008	9/29/2009	N/A	325 000	325 000	472 988	147,988		147,988
200,000		1/24/2008	9/30/2009	N/A	650,000	650,000	963,315	313 315		313,315
100,000		1/24/2008	10/13/2009	N/A	325 000	325,000	482,987	157,987		157,987
200,000		1/24/2008	10/14/2009	N/A	650,000	650,000	982,775	332,775		332,775
200,000		1/24/2008	10/14/2009	N/A	650,000	650,000	997,974	347,974		347 974
87,810		1/24/2008	10/14/2009	N/A	285,382	285,382	437,283	151,901		151,901
100 000		1/24/2008	11/9/2009	N/A	325,000	325,000	416,989	91,989		91,989
112 475		1/24/2008	11/11/2009	N/A	365 544	365 544	474,632	109,088		109 088
100,000		1/24/2008	11/16/2009	N/A	325 000	325 000	421,989	96,989		96 989
100,000		1/24/2008	11/18/2009	N/A	325,000	325,000	426,989	101 989		101,989
200 000		1/24/2008	11/18/2009	N/A	650,000	650,000	855,978	205,978		205,978
100 000		1/24/2008	12/1/2009	N/A	325 000	325 000	412 989	87,989		87,989
	Castle Rock Fund, LTD	6/1/2006	7/7/2009	N/A	4 726,256	4,726 256	5,000 000	273,744		273,744
	Ramius Fund, LTD	6/29/2006	10/28/2009	N/A	3 242 591	3 242 591	2,797 626	(444,965)		(444,965)
	Sterling Stamos Endowment (Offshore) Fund	7/2/2007	1/16/2009	N/A	1,183,953	1,183,953	789,678	(394,275)		(394 275)
		7/2/2007	1/16/2009	N/A	1 312 932	1 312 932	875 705	(437 227)		(437 227)
		7/2/2007	1/16/2009	N/A	3,806 047	3 806 047	2 538 572	(1 267,475)		(1 267 475)
		7/2/2007	1/16/2009	N/A	4,601,317	4 601,317	3,069 004	(1 532,313)		(1 532,313)
		7/2/2007	1/30/2009	N/A	379,231	379,231	250,353	(128 878)		(128 878)
		7/2/2007	5/8/2009	N/A	200 874	200 874	131,401	(69 473)		(69 473)
		7/2/2007	7/22/2009	N/A	744,057	744 057	497,940	(246,117)		(246,117)
		7/2/2007	9/3/2009	N/A	61,730	61 730	41,495	(20,235)		(20,235)
		7/2/2007	11/12/2009	N/A	71,617	71,617	48,411	(23 207)		(23 207)
	Sterling Stamos Liquidity Offshore	9/7/2007	4/2/2009	N/A	56,611	56,611	58,421	1 810		1 810
		4/1/2008	4/2/2009	N/A	20 156	20 156	21 311	1,155		1,155
	Sterling Stamos Security Offshore	6/29/2006	7/15/2009	N/A	1 159 199	1,159 199	1,000 803	(158 396)		(158,396)
		6/29/2006	7/22/2009	N/A	21,179	21,179	18,285	(2,894)		(2,894)
		6/29/2006	9/2/2009	N/A	11 418	11 418	9 846	(1 572)		(1 572)
		6/29/2006	11/12/2009	N/A	22 829	22,829	19,692	(3 137)		(3,137)
	Upromise	Various	7/29/2009				734	734		734
	Flow-thru from K-1's									
	CVC Executive Fund LLC					-	94,882	94 882	(7,598)	102 480
	CVC Capital Partners Asia Pacific II, LP					-	(710,176)	(710,176)	(25,726)	(684,450)
	Europe Enterprise II Onshore, LP					-	(401,863)	(401 863)	(93 263)	(308 600)
	Care Capital LP					-	(11,766)	(11 766)	-	(11,766)
	RRE Ventures IV, LLC					-	(123 675)	(123 675)	-	(123 675)
	Sterling Stamos Private Equity					-	(16 990)	(16 990)	(743)	(16 247)
	Sterling Stamos Real Assets Fund					-	(49 637)	(49 637)	(39,535)	(10,102)
Totals					49,007,648	37,893,251	38,288,893	395,641	(166,865)	562,506

Net Gain or (Loss) from sale of assets 395,641

8
(2009)
...nt of the Treasury
...Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . . ▶ [X]

If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Part I **Automatic 3-Month Extension of Time.** Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Electronic Filing (*e-file*). Generally, you can electronically file Form 8868 if you want a 3-month automatic extension of time to file one of the returns noted below (6 months for a corporation required to file Form 990-T) However, you cannot file Form 8868 electronically if (1) you want the additional (not automatic) 3-month extension or (2) you file Forms 990-BL, 6069, or 8870, group returns, or a composite or consolidated From 990-T Instead, you must submit the fully completed and signed page 2 (Part II) of Form 8868 *For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits*

Type or print File by the due date for filing your return See instructions	Name of Exempt Organization THE WEILL FAMILY FOUNDATION	**Employer identification number** 13-6223609
	Number, street, and room or suite no If a P O box, see instructions 767 FIFTH AVENUE 46TH FLOOR	
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10153	

Check type of return to be filed (file a separate application for each return)

[ ] Form 990	[ ] Form 990-T (corporation)	[ ] Form 4720
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 5227
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 6069
[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 8870

- The books are in the care of ▶ SANFORD I. WEILL

  Telephone No ▶ 212 793-8888 FAX No ▶ 212 793-8999

- If the organization does not have an office or place of business in the United States, check this box . . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ________ If this is for the whole group, check this box . ▶ [ ] If it is for part of the group, check this box . . ▶ [ ] and attach a list with the names and EINs of all members the extension will cover

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 2010, to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 2009 or

▶ [ ] tax year beginning ____________, ______, and ending ____________, ______

2 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 5,471.
b	If this application is for Form 990-PF or 990-T, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 50,175.
c	**Balance Due.** Subtract line 3b from line 3a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**3c**	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 4-2009) are filing for an Additional (Not Automatic) 3-Month Extension, complete only Part II and check this box ▶ [X]

- Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

you are filing for an Automatic 3-Month Extension, complete only Part I (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

Type or print	Name of Exempt Organization THE WEILL FAMILY FOUNDATION	Employer identification number 13-6223609
File by the extended due date for filing the return See instructions	Number, street, and room or suite no If a P O box, see instructions 767 FIFTH AVENUE	For IRS use only
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEW YORK, NY 10153	

Check type of return to be filed (File a separate application for each return)

[ ] Form 990	[X] Form 990-PF	[ ] Form 1041-A	[ ] Form 6069
[ ] Form 990-BL	[ ] Form 990-T (sec 401(a) or 408(a) trust)	[ ] Form 4720	[ ] Form 8870
[ ] Form 990-EZ	[ ] Form 990-T (trust other than above)	[ ] Form 5227	

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868

- The books are in the care of ▶ SANFORD I WEILL
  Telephone No ▶ 212 793-8888 FAX No ▶ 212 793-8999
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until 11/15/2010

5 For calendar year 2009 , or other tax year beginning _____, and ending _____

6 If this tax year is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension NECESSARY THIRD PARTY INFORMATION STILL OUTSTANDING.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	8a	$ 5,471
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868	8b	$ 50,175
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, or, if required, deposit with FTD coupon or, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	8c	$ 0

Signature and Verification

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ [signature], CPA Title ▶ CPA/Preparer Date ▶ 8/12/10

INDEPENDENT FAMILY OFFICE, LLC
PO BOX 3977
ALBANY, NY 12203

Form **8868** (Rev 4-2009)